

**OSTER**  
**Researching Services**  
12897 Colonial Dr. • Mt. Airy, Md. 21771  
301-253-6040

RECORDATION NO. 21374 FILED

MAY 7 '98

9-46AM

May 7, 1998

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Loan Agreement and Security Agreement dated 4/1/98 between the following parties:

Secured Party: Central Bank  
6701 N. Illinois  
Fairview Heights, IL 62208

Debtor: Southern Illinois Railcar Company, L.L.C.  
Executive Park Two  
505 Buckeye Drive  
Troy, IL 62294

The equipment included in this transaction is attached to this agreement.

Please record this agreement as a primary document. The filing fee of \$26 is enclosed. Thank you for your assistance.

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Attachment

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
MAY 7 9 46 AM '98

*C Counterpart - Mary A Oster*

MEMORANDUM OF  
LOAN AGREEMENT AND SECURITY AGREEMENT

MAY 7 '98

9-46AM

THIS MEMORANDUM OF LOAN AGREEMENT AND SECURITY AGREEMENT (this "Memorandum") dated as of April 1<sup>st</sup>, 1998, is made by and between CENTRAL BANK, an Illinois banking corporation, with an office at 6701 N. Illinois, Fairview Heights, Illinois 62208 (the "Bank"), and SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C., an Illinois limited liability company, with its chief executive office and principal place of business at Executive Park Two, 505 Buckeye Drive, Troy, Illinois, 62294 (the "Borrower").

Borrower and Bank hereby state the following:

1. Borrower and Bank are parties to that certain Term Loan Agreement dated as of April 1, 1998 (the "Loan Agreement") and Security Agreement dated as of April 1, 1998 ("Security Agreement") (capitalized terms used herein and not otherwise defined shall have the meaning given in the Loan Agreement), whereby Bank loaned Borrower certain funds to facilitate the purchase of the covered hopper railcars more specifically identified on Exhibit A attached hereto and made a part hereof (the "Railcars").
2. Pursuant to the terms of the Loan Agreement, Borrower's obligations under the Loan Agreement, the Note and other Loan Documents are evidenced by and payable in accordance with the Note, and receive the benefits of the Loan Agreement.
3. Pursuant to the terms of the Loan Agreement and the Security Agreement, and to secure the payment and performance of any and all of Borrower's Obligations to Bank, Borrower granted to Bank a continuing, first priority security interest in and to, and chattel mortgage lien on, all of the Borrower's right, title and interest in and to certain collateral (the "Collateral"), to have and to hold all and every part of the Collateral unto the Bank, its successors and assigns, for its and their own use and benefit forever; such Collateral includes but is not limited to the Collateral described in Exhibit B attached.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

WITNESS:



SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C.

By: 

Fred L. Parsons  
President

WITNESS:



CENTRAL BANK

By: 

Name: Brad S. Rensch  
Title Senior Vice President

Exhibit A

Old Car Number

New Car Number

ATSF312181	SIRX446007✓
ATSF311951	SIRX446008✓
ATSF312081	SIRX446009✓
ATSF312251	SIRX446010✓
ATSF312086	SIRX446012✓
ATSF306930	SIRX450005✓
ATSF306645	SIRX450007✓
ATSF306862	SIRX450011✓
ATSF306979	SIRX450012✓
ATSF306633	SIRX450014✓
ATSF306651	SIRX450015✓
ATSF307086	SIRX450016✓
ATSF306060	SIRX442839✓
ATSF306540	SIRX442842✓
ATSF311547	SIRX442846✓
ATSF311129	SIRX442848✓
ATSF303754	SIRX442849✓
ATSF303191	SIRX442855✓
ATSF302181	SIRX442862✓
ATSF307855	SIRX442866✓
ATSF311828	SIRX442878✓
ATSF309948	SIRX442879✓
ATSF308176	SIRX442880✓
ATSF304353	SIRX442883✓
ATSF303862	SIRX442887✓
ATSF312217	SIRX446003✓
ATSF312055	SIRX446006✓
ATSF312181	SIRX446007-✓
ATSF306996	SIRX450002✓
ATSF307031	SIRX450003✓
ATSF306645	SIRX450006✓
ATSF306983	SIRX450008✓
ATSF306639	SIRX450010✓
ATSF306686	SIRX450013✓
MCPX004000	SIRX004000✓
MCPX004001	SIRX004001✓
MCPX004014	SIRX004014✓
MCPX004022	SIRX004022✓
MCPX004030	SIRX004030✓
MCPX004032	SIRX004032✓

Exhibit B

<u>Old Car Number</u>	<u>New Car Number</u>
ATSF312181	SIRX446007
ATSF311951	SIRX446008
ATSF312081	SIRX446009
ATSF312251	SIRX446010
ATSF312086	SIRX446012
ATSF306930	SIRX450005
ATSF306645	SIRX450007
ATSF306862	SIRX450011
ATSF306979	SIRX450012
ATSF306633	SIRX450014
ATSF306651	SIRX450015
ATSF307086	SIRX450016
ATSF306060	SIRX442839
ATSF306540	SIRX442842
ATSF311547	SIRX442846
ATSF311129	SIRX442848
ATSF303754	SIRX442849
ATSF303191	SIRX442855
ATSF302181	SIRX442862
ATSF307855	SIRX442866
ATSF311828	SIRX442878
ATSF309948	SIRX442879
ATSF308176	SIRX442880
ATSF304353	SIRX442883
ATSF303862	SIRX442887
ATSF312217	SIRX446003
ATSF312055	SIRX446006
ATSF312181	SIRX446007
ATSF306996	SIRX450002
ATSF307031	SIRX450003
ATSF306645	SIRX450006
ATSF306983	SIRX450008
ATSF306639	SIRX450010
ATSF306686	SIRX450013
MCPX004000	SIRX004000
MCPX004001	SIRX004001
MCPX004014	SIRX004014
MCPX004022	SIRX004022
MCPX004030	SIRX004030
MCPX004032	SIRX004032